

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

NMD INTERACTIVE, INC. d/b/a STREETEASY.COM,

Plaintiff,

v.

DOUGLAS M. CHERTOK,

Defendant.

Case No. 11 Civ. 6011 (RJS)

**DECLARATION OF
ISAAC B. ZAUR**

I, ISAAC B. ZAUR, declare as follows:

1. I am an associate of the law firm of Clarick Gueron Reisbaum LLP, attorneys for plaintiff NMD Interactive, Inc. d/b/a StreetEasy.com (“StreetEasy”) in the above-captioned matter. I am over the age of 18 and competent to testify, and I am admitted to practice before this Court. I submit this Declaration in support of StreetEasy’s proposed order to show cause why defendant Douglas M. Chertok should not be held in contempt of this Court’s March 18, 2013 Memorandum and Order. I make this Declaration on the basis of my own personal knowledge and information contain in my law firm’s files.

2. Attached hereto as Exhibit A is a true and correct copy of an email attaching several documents that I sent to defendant Douglas M. Chertok on March 21, 2013 at 12:50 p.m.

3. Attached hereto as Exhibit B is a true and correct copy of a letter from me to Chertok as the first attachment to the email described at paragraph 2 above and attached hereto as Exhibit A.

4. Attached hereto as Exhibits C through I are true and correct copies of the documents (identified specifically in subparagraphs below) which (a) I attached to the email described at paragraph 2 above and attached hereto as Exhibit A, (b) I previously sent by email to Chertok’s then-counsel Karen Asner, of the firm White and Case, prior to the January 24,

2012 settlement conference in this case on January 24, 2012, (c) were included within the “closing binder” prepared by StreetEasy’s counsel at Proskauer Rose following the closing of the August 2006 Series A preferred stock issuance, and which I sent (in hard copy) to Ms. Asner on February 14, 2012.

- a. NMD Interactive, Inc. Series A Preferred Stock Purchase Agreement and dated August 30, 2006 (Exhibit C);
- b. NMD Interactive, Inc. Right of First Refusal and Co-Sale Agreement and dated August 30, 2006 (Exhibit D);
- c. NMD Interactive, Inc. Investors’ Rights Agreement and dated August 30, 2006 (Exhibit E);
- d. NMD Interactive, Inc. Voting Agreement and dated August 30, 2006 (Exhibit F);
- e. NMD Interactive, Inc. Action by Written Consent in Lieu of a Meeting of Stockholders and dated August 30, 2006 (Exhibit G);
- f. NMD Interactive, Inc. Written Consent in Lieu of Special Meeting of Board of Directors and dated August 30, 2006 (Exhibit H);
- g. Certificate of Secretary of NMD Interactive, Inc. and dated August 30, 2006 (Exhibit I);

5. Attached hereto as Exhibit J is a true and correct copy of a document titled Mutual General Release: NMD Interactive, Inc. v. Douglas M. Chertok, 12 Civ. 6011 (RJS)(AJP) (S.D.N.Y.). This document was attached to the email described at paragraph 2 above and attached hereto as Exhibit A.

6. Attached hereto as Exhibit K is a true and correct copy of an email sent by Chertok on March 22, 2013 at 4:56 p.m.
7. Attached hereto as Exhibit L is a true and correct copy of a letter from Chertok that was attached to his 4:56 p.m. email attached hereto as Exhibit K.
8. Attached hereto as Exhibit M is a true and correct copy of an email I sent to Chertok at 7:06 p.m. on March 22, 2013.
9. Attached hereto as Exhibit N is a true and correct copy of a proposed form of mutual general release attached in Word form to my 7:06 p.m. email to Chertok on March 22, 2013.
10. Neither I nor anyone at StreetEasy or my law firm has received any further communication from Chertok following my email to him attached hereto as Exhibit M.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 24 2013 at New York, New York.



Isaac B. Zaur